

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)	
)	Chapter 11
PCS FINANCIAL CORP.,)	
)	Case Nos. 08-30930
In re:)	Case Nos. 08-30934
)	
PRIME ACCEPTANCE CORP.,)	
)	Judge Hollis
Debtors/Debtors in Possession.)	

**ORDER FURTHER EXTENDING THE DEBTORS' AUTHORIZATION TO USE
CASH COLLATERAL UNDER (AND FURTHER AMENDING) THE AMENDED
FINAL ORDER PURSUANT TO 11 U.S.C. §363, RULE 4001(b) OF THE
FEDERAL RULES OF BANKRUPTCY PROCEDURE, AND
LOCAL BANKRUPTCY RULE 4001-2(A)(2) (I) AUTHORIZING THE
USE OF CASH COLLATERAL, AND (II) GRANTING RELATED RELIEF**

Upon the oral motion (the "Motion") of counsel to the above-captioned debtors and debtors-in-possession (the "Debtors") at the status hearing held on May 28, 2009 (the "Hearing") for an order extending the Debtors' authorization to use "Cash Collateral" under (and amending certain provisions of) the Amended Final Order Pursuant to 11 U.S.C. § 363, Rule 4001(b) of the Federal Rules of Bankruptcy Procedure and Local Bankruptcy Rule 4001-2(A)(2)(I) Authorizing the Use of Cash Collateral, and (II) Granting Related Relief [Docket No. 88] (the "Final Cash Collateral Order"), as such term is defined in the Final Cash Collateral Order, which Motion was not opposed by Bank of America, N.A., the administrative agent for the Debtors' pre-petition secured lenders; and due notice having been given under the circumstances; and having received no response or objection to the requested relief; and the Court finding that the relief requested is in the best interest of the Debtors and their estates; it is hereby

ORDERED, that the Motion is granted, as set forth herein; and it is further


ORDERED, that the Specified Period (as defined in the Final Cash Collateral Order) shall be extended through and including June 19, 2009 at 11:59 p.m. (prevailing Central Time) and all references in the Final Cash Collateral Order to "May 29, 2009" or "May 29, 2009 at 11:59 p.m. prevailing Central time" shall be construed to mean "June 19, 2009" or "June 19, 2009 at 11:59 p.m. prevailing Central time," as applicable, and that the Cash Collateral Budget for the period from May 29, 2009 through June 19, 2009 shall be the budget that is attached hereto as Exhibit A; and it is further

ORDERED, that the terms of the Final Cash Collateral Order shall otherwise remain in full force and effect, although this Order shall control in the event of any conflict; and it is further

ORDERED, that an evidentiary hearing shall be held on June 16, 2009 at 11:00am) psk
prevailing Central time before the Court with respect to the Debtors' use of Cash Collateral from and after the end of the Specified Period; and it is further

ORDERED, that the Court shall retain jurisdiction to enforce the terms of this order.

Dated: Chicago, Illinois
May __, 2009


The Honorable Pamela S. Hollis
United States Bankruptcy Judge

MAY 28 2009

Consolidated Cash Flow Estimates

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Version 11
Week ending Friday

	6/5/2009	6/12/2009	6/19/2009
CASH BALANCES			
Beginning Cash Balance	12,105,000.00	12,095,275.00	11,944,175.00
<u>CASH IN FLOWS</u>			
Cash receipts - Prime Acceptance Corp.	600,000.00	600,000.00	600,000.00
Cash receipts - PAC Agency Payments (Net)	5,000.00	10,000.00	60,000.00
Cash receipts - PCS Financed	450,000.00	450,000.00	650,000.00
TOTAL CASH IN FLOWS	1,055,000.00	1,060,000.00	1,510,000.00
TOTAL CASH AVAILABLE	13,160,000.00	13,155,275.00	13,454,175.00
<u>CASH OUT FLOWS</u>			
Account Refunds		20,000.00	
Audit Expense	35,000.00		
Bank Charges	75,000.00		
Bank Legal Fees			
Billing Outsourcing Expense		7,000.00	
Chapter 11 Quarterly Fee			
Collection Expense	2,000.00	2,000.00	2,000.00
Consulting Fees	10,000.00		
Credit Bureau Inquiries		5,000.00	
Data Processing Expense	500.00	500.00	500.00
Dues and Subscriptions			
Employer 401(K) match		8,000.00	
Equipment Maintenance and Replacement	500.00	2,500.00	500.00
Equipment Rental/Lease			
Field Expense	300.00	300.00	300.00
Income Tax Distribution (Estimated Tax Payment)			
Insurance Expense - Group Medical/Dental			
Insurance Expense - Workmens Compensation	1,375.00		
Insurance Expense - Other	9,000.00		
Illinois State Replacement Tax			
Legal Expense			25,000.00
Legal (Collection)	6,000.00	6,000.00	6,000.00
Office Expense	750.00	750.00	750.00
Messenger Expenses	250.00	250.00	250.00
Vending	250.00	250.00	250.00
Electricity	1,500.00		
Payroll Admin. Expenses (ADP)			1,500.00
Processing Fees	27,500.00	27,500.00	27,500.00
Postage / Freight / Shipping	3,000.00	3,000.00	3,000.00
TB and Daily Postage (CGI/APS)	3,000.00	6,000.00	9,000.00
Purchase Power postage	5,000.00		
Rent	30,000.00		
Salaries		205,000.00	
Seminars & Education	2,750.00		
Supplies	750.00	25,750.00	750.00
Taxes - Employer Payroll		21,000.00	
Telephone Expense		7,500.00	
UCC Filings		12,500.00	
Sales Expense	300.00	300.00	300.00
TOTAL WEEKLY OUT FLOWS	214,725.00	361,100.00	77,600.00

We have excluded from this projection the line items previously noted as:
 "Cash receipts - PCS Serviced & Non-owned cash" in CASH IN FLOWS and
 "Payments to serviced & non-owned entities" in CASH OUT FLOWS
 as they are not material to the budget and do not belong to PCS.

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6/5/2009 6/12/2009 6/19/2009

EXPENSES NOT NECESSARILY REQUIRING CASH OUT FLOW

Payments/Expenses - Banks

Payments/Expenses - Other

TOTAL WEEKLY EXPENSES

214,725.00 361,100.00 77,600.00

APPROX WEEKLY EXCESS CASH INTEREST INC

12,945,275.00 12,794,175.00 13,376,575.00

NEW ORIGINATIONS

PCS Financial Dealers - New Originations including Refinances

550,000.00 550,000.00 550,000.00

Prime Acceptance Dealers

300,000.00 300,000.00 300,000.00

ENDING CASH

12,095,275.00 11,944,175.00 12,526,575.00